



**Premier
Explosives
Limited**

ISO 9001 REGISTERED



DNV Certification B.V., The Netherlands



MGMT. SYS.
RvA C024

September 04th, 2017

To,
The Bombay Stock Exchange Limited
Corporate Relationship Department
Floor – 25, P.J.Towers, Dalal Street,
MUMBAI – 400 001
Scrip Code: 526247

To,
National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai-400051
Trading Symbol: 'PREMEXPLN EQ'

Dear Sir/Madam

Sub: Notice of 37th Annual General Meeting

This is to inform you that the 37th Annual General Meeting of the Company will be held on Wednesday, the 27th September, 2017 at 10.30 A.M at Surana Udyog Auditorium, Federation of Telangana and Andhra Pradesh Chambers of commerce & Industry, 11-6-841, Red Hills, Hyderabad-500004.

In connection with the same, please find attached the Notice to the 37th Annual General Meeting of the Company and further, in compliance with the provisions of the Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment rules, 2015, the Members have been provided with e-voting facility and the cut off date in this regard has been fixed as **20th September, 2017**.

This is for your kind information and record.

Thanking you,

Yours faithfully,

For **Premier Explosives Limited**


Vijayashree.K
Company Secretary
Encl.: as above.



Notice of the 37th Annual General Meeting

Notice is hereby given that the 37th Annual General Meeting of Premier Explosives Limited will be held at Surana Udyog Auditorium, Federation of Telangana and Andhra Pradesh Chambers of Commerce & Industry, 11-6-841, Red Hills, Hyderabad-500004 on Wednesday, 27th of September, 2017 at 10.30 a.m. to transact the following business.

Ordinary Business:

1. To receive, consider and adopt –
 - a. The financial Statements of the Company for the year ended 31st March, 2017 and the reports of the Board of Directors and Auditors' thereon.
 - b. The audited consolidated financial statement of the Company for the Financial Year ended 31st March, 2017.
2. To declare Dividend for the year 2016-17.
3. To appoint a director in place of Col Vikram Mahajan (Retd) (DIN: 06613483), who retires by rotation and being eligible offers himself for re-appointment.
4. Appointment of Auditors

To consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary resolution**:

"Resolved that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Majeti & Co., Chartered Accountants,(Firm Registration No. 015975S), be appointed as statutory auditors of the Company, in place of retiring auditors M/s. P.V.R.K.Nageswara Rao & Co., Chartered Accountants (Firm Registration No. 002283S), to hold office from the conclusion of this 37th Annual General Meeting (AGM) until the conclusion of the 42nd AGM, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

Special Business:

5. Re-Appointment of Col Vikram Mahajan (Retd) as whole time Director designated as 'Director Marketing'

To consider and if thought fit, to pass with or without modification(s) the following resolution as **Ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of

the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014, including any statutory modifications or enactments thereof from time to time, the consent of the Shareholders be and is hereby accorded to the re-appointment of Col Vikram Mahajan (Retd) (DIN:06613483] as whole time Director with the designation of 'Director Marketing' of the Company, with effect from 06th November,2017 for a period of three years on the following terms and conditions:

1. Salary:

- a. He will be entitled to a basic salary of Rs.1,74,400 (Rupees One Lakh Seventy Four Thousand Four Hundred only) per month with effect from 06th November, 2017.
- b. His basic salary will be revised every year by the Remuneration Committee based on his performance and he may be awarded an increment of 10-20% (rounded off to nearest Rs. 100/-) with effect from 1st of April.

2. Perquisites and Allowances:

In addition to salary mentioned above, he will be entitled to the following perquisites, allowances and other benefits such that their monetary value shall be restricted to an amount equivalent to his annual basic salary.

- a. Unfurnished accommodation or House Rent Allowance at the rate of 30% of the basic salary in lieu of unfurnished accommodation.
- b. Gas, electricity, water, servant, security, gardener and soft furnishing subject to maximum of 10% of the basic salary.

These shall be valued as per the Income Tax Rules, 1962 for the purpose of calculation of managerial remuneration under the Sections 196, 197 and Schedule V annexed to the Companies Act, 2013.

- c. Medical reimbursement for self and family to the extent of one month basic salary which can also be availed cumulatively up to 3 years or his tenure whichever is earlier, as per the Rules of the Company.
- d. Leave travel concession for self and family once in a year to the extent of one month basic salary.
- e. Club fees (maximum 2 clubs)

Notice of the 37th Annual General Meeting

- f. Medclaim and Personal accident insurance as per Rules of the Company.

3. Other benefits:

- a. Company's contribution towards Provident Fund as per the rules and regulations prescribed under Employees Provident Fund and Miscellaneous Provisions Act, 1952.

- b. Leave encashment at the end of tenure as per rules of the Company.

In computing monetary ceiling of perquisites, the company's contribution to provident fund and leave encashment at the end of the tenure shall not be taken into account

- c. Use of Company Car with driver & Telephone at residence for official purposes.

4. Commission:

In addition to the salary, he will be entitled to commission @ 0.5% of the Net Profits calculated in accordance with the Section 198 of the Companies Act, 2013.

5. Minimum remuneration:

In the event of loss or inadequacy of profits in any financial year, the Director Marketing shall be paid the above remuneration as minimum remuneration

"RESOLVED FURTHER THAT the Board on the recommendation of the Nomination and Remuneration Committee be and is hereby authorized to alter and vary the terms of appointment and remuneration, within the permissible limits specified under Section 197 read with the Schedule V of the Companies Act, 2013 (including any statutory amendments or re-enactments, thereof, for the time being in force), and as may be agreed to by the Board and Col Vikram Mahajan (Retd)."

6. Approval to the Remuneration payable to the Cost Auditors

To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial

year ending March 31st, 2018, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary."

By order of the Board
For **Premier Explosives Limited**

Secunderabad
18.08.2017

Vijayashree.K
Company Secretary

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. A Person can act as proxy on behalf of Members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (Ten percent) of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% (Ten percent) of the total share capital of the Company carrying voting rights, then such proxy shall not act as proxy for any other person or Member.
4. Members / proxies should bring duly filled Attendance Slips sent herewith to attend the meeting along with the copy of Annual Report.
5. The Authorised Representatives of the Corporate Members are requested to bring a certified true copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 duly authorizing them to attend and vote at the Annual General Meeting.
6. The register of members and share transfer books of the Company will remain closed from 17.09.2017 to 27.09.2017 (both days inclusive).

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7. The dividend of Rs.3.00/- per share for the year ended March 31, 2017 as recommended by the Board, if sanctioned at the Annual General Meeting, will be payable to those members whose names appear on the Company's register of members on 27th of September, 2017. In respect of shares held in electronic form, dividend will be payable on the basis of beneficial ownership as per details furnished by NSDL and CDSL for this purpose.
8. Members whose shareholding is in the electronic mode are requested to inform change of address and updates of savings bank account details to their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends. While members holding shares in physical form, may write to the Registrar and Transfer Agent for any change in their addresses.
9. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Company Secretary, at the Company's registered office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124(5) of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc., from the Company electronically.
11. The Notice of the AGM along with the annual report for the year 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Share Transfer Agent of the Company/Depositories, unless any Member has requested for the physical copy of the same.
12. Brief Profile of Directors proposed to be appointed/re-appointed, names of Companies in which they hold Directorships and Memberships/Chairmanships of Board Committees, shareholding and relationships between Directors inter se as stipulated under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, are provided in the Report on Corporate Governance forming part of the Annual Report.
13. E-voting facility
 - a. Pursuant to the provisions of Section 107 and 108, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the option of E-Voting facility to all the members of the Company, on all the resolutions set forth in the Notice. For this purpose, the Company has entered into an agreement with Karvy Computershare Private Limited for facilitating e-voting. Resolution(s) passed by members through e-voting is/are deemed to have been passed, as if; they have been passed at the AGM.
 - b. Mr.K.V.Chalama Reddy, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process.
 - c. The facility of the Ballot paper shall be made available at the meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
 - d. The Company will be sending communication relating to remote e-voting which inter alia would contain details about User Id and Password along with a copy of this Notice to the Members.
 - e. The remote e-voting period commences on **24th September, 2017 (9.00 a.m.)** and ends on **26th September, 2017 (5.00 p.m.)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date of **20th September, 2017** may cast their votes by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter.
 - f. The Scrutinizer shall after the conclusion of voting at the AGM will first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - g. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company-www.pelgel.com and on the website of Karvy <https://evoting.karvy.com>, immediately after the declaration of the result by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the Bombay Stock Exchange and the National Stock Exchange.

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Procedure and Instructions for e-voting

The procedure and instructions for e-voting are as follows:

- i) Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e., user-id & password) mentioned in the mail received from Karvy. Your folio/DP Client ID will be your User-ID.

User – ID	For Members holding shares in Demat Form:- a) For NSDI :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Event no.(EVENT) followed by Folio Number registered with the company
Password	Your Unique password is printed overleaf / provided in the email forwarding the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact our toll free No. **1-800-34-54-001** for any further clarifications.
- iv) Members can cast their vote online from **24th September, 2017 @ 9.00 a.m. to 26th of September, 2017 @ 5.00 p.m.**
- v) After entering these details appropriately, click on "LOGIN".
- vi) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may

also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vii) You need to login again with the new credentials.
- viii) On successful login, system will prompt to select the 'Event' i.e., '**Premier Explosives Limited**'.
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your existing login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'.
- xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- xiii) Corporate/Institutional Members (corporate/FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to kvcr133@gmail.com copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."

By order of the Board
For **Premier Explosives Limited**

Secunderabad
18.08.2017

Vijayashree.K
Company Secretary

Shareholders may please note that no gifts / compliments of any kind shall be distributed at the venue of the meeting

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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Though not mandatory, this statement is provided for reference.

In order to comply with the provisions of Section 139 of the Companies Act, 2013 regarding rotation of the statutory auditors, the Audit Committee has proposed and the Board of Directors has recommended, the appointment of M/s. Majeti & Co., Chartered Accountants, Hyderabad (Firm registration number: 015975S) as the statutory auditors of the Company for a period of five consecutive years from the conclusion of the 37th Annual General Meeting of the Company scheduled to be held on September 27, 2017, till the conclusion of the 42nd Annual General Meeting to be held in the year 2022, subject to the ratification by members every year, as may be applicable.

M/s. Majeti & Co., Chartered Accountants, Hyderabad have confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at item No. 4 of the notice.

The Board recommends the Ordinary resolution set forth in item No. 4 of the notice for approval of the members.

Item No.5

The tenure of appointment of Col Vikram Mahan (Retd), Director Marketing (DIN: 06613483) will end on 05th November, 2017. The Board of Directors at their meeting held on 18th of August 2017, on the recommendation of the Nomination and Remuneration Committee, reappointed him as 'Director Marketing' with effect from 06th November, 2017 for a period of three years i.e. upto 05th November, 2020 at a remuneration as set out in the resolution, subject to the approval of the Shareholders.

A Brief profile along with other details of Col Vikram Mahajan (Retd), is also, provided in the Report on Corporate Governance forming part of the Annual Report.

None of the other Directors, Key Managerial Personnel or their relatives except Col Vikram Mahajan (Retd), is in any way concerned or interested, financially or otherwise in the resolution set out at item No.5.

Keeping in view the immense contribution made by Col Vikram Mahajan (Retd), to the Company and his rich and varied experience, the Board recommends the Ordinary Resolution set out at item No.5 of the Notice for approval by the shareholders for his reappointment as Director Marketing.

Item No.6

The Board on the recommendation of the Audit Committee has approved the appointment of M/s. S. S. Zanwar & Associates as the Cost Auditors to conduct the audit of the Cost records of the Company for the Financial Year ending March 31, 2018 at a remuneration of Rs.1.20 Lakhs.

In accordance with the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary resolution as set out at Item No.6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending March 31, 2018.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out in the Item No.6 of the Notice.

The Board recommends the Ordinary resolution set forth in item No. 6 of the notice for approval of the members.

By order of the Board
For **Premier Explosives Limited**

Secunderabad
18.08.2017

Vijayashree.K
Company Secretary

Notice of the 37th Annual General Meeting

